

#4400

REC GF #PT-08-02011-LET

AFTER RECORDING RETURN TO:

Randy P. Marx, Esq.
The Marx Firm
1130 East Arapaho Road, Suite 580
Richardson, Texas 75081

FILED
TARRANT COUNTY TEXAS
2008 OCT -3 3:20
BY _____

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

**FIRST AMENDMENT TO PHASE TWO GROUND LEASE,
AND MEMORANDUM THEREOF**

(Phase Two Tract: Allegiance Commercial Development, LP)

THIS FIRST AMENDMENT TO PHASE TWO GROUND LEASE, AND MEMORANDUM THEREOF (this "**Memorandum**") is made and entered into as of the 26 day of September 2008, as follows:

WHEREAS:

A. The parties hereto have previously entered into that certain Ground Lease Agreement dated October 14, 2003 by and between **WESTWORTH REDEVELOPMENT AUTHORITY**, a municipal development corporation organized under the laws of the State of Texas (Section 4B(b) of Vernon's Ann. Civ. St. art. 5190.6) (as "**Lessor**" or at times the "**WRA**") and **ALLEGIANCE COMMERCIAL DEVELOPMENT, LP**, a Texas limited partnership (as "**Lessee**") (the "**Initial Phase Two Ground Lease**"), respecting that certain approximate 40.80 acre tract or parcel of land lying and being situated in Tarrant County, Texas, in the City of Westworth Village, Texas, which land (referred to at times as the "**Phase Two Tract**") was described by metes and bounds in Exhibit "A" attached to the Memorandum of Ground Lease recorded October 15, 2003, in Volume 17309, Page 073 of the Real Property Records of Tarrant County, Texas (the "**Original Memorandum of Phase Two Ground Lease**"),

B. The Initial Phase Two Lease, as affected by certain partial termination(s) thereof previously made, referred to herein as the "**Phase Two Ground Lease**".

C. Since the inception of the Phase Two Ground Lease, certain of the land underlying such, together with certain additional property owned by other persons, has been replatted into Lots 1-3, 3A, 3B, 4-10, 10A, 10B and 11, Block 2, of the Shoppes of Hawks Creek Addition, an Addition to the City of Westworth Village, Texas, as per replat filed in Cabinet A, Slide No. 11889, dated May 1,

**FIRST AMENDMENT TO PHASE TWO GROUND LEASE,
AND MEMORANDUM THEREOF-**

(ALLEGIANCE COMMERCIAL DEVELOPMENT, LP)

Page 1

2007 of the Plat Records of Tarrant County Texas; and there is presently pending a further minor replat of a portion of such property so as to create Lot 10C, and to reconfigure Lot 11, and the line between Lot 10 and 10B (collectively the "Platting").

D. Lots 2 and 3A are presently partially situated within both:

(a) the Phase Two Ground Lease, as referred to herein, and

(b) that certain "Phase Three Ground Lease" (herein so called) consisting of:

(i) that certain Ground Lease Agreement dated September 7, 2005, by and between **WESTWORTH REDEVELOPMENT AUTHORITY**, a municipal development corporation organized under the laws of the State of Texas (Section 4B(b) of Vernon's Ann. Civ. St. art. 5190.6) (as "Lessor" or at times the "WRA") and **ALLEGIANCE HAWKS CREEK COMMERCIAL, LP**, a Texas limited partnership (as "Lessee"), respecting that certain approximate 26.146 acre tract or parcel of land lying and being situated in Tarrant County, Texas, in the city of Westworth Village, Texas, which land (referred to at times as the "Phase Three Main Tract") was described by metes and bounds in Exhibit "A" attached to the Memorandum thereof dated September 5, 2005, and filed for record on September 12, 2005 under Clerk's File number D205 270 418 in the Real Property Records of Tarrant County, Texas (the "Initial Phase Three Ground Lease");

(ii) that certain Ground SubLease Agreement dated September 26, 2006, by and between **WESTWORTH REDEVELOPMENT AUTHORITY**, a municipal development corporation organized under the laws of the State of Texas (Section 4B(b) of Vernon's Ann. Civ. St. art. 5190.6) (as "Sublessor" or at times the "WRA") and **ALLEGIANCE HAWKS CREEK COMMERCIAL, LP**, a Texas limited partnership (as "Sublessee"), respecting that certain approximate 3.4 acre tract or parcel of land lying and being situated in Tarrant County, Texas, in the City of Westworth Village, Texas, which land (referred to at times the "Phase Three Supplemental Tract") was described by metes and bounds in Exhibit "A" attached to the Memorandum thereof dated September 26, 2006, and filed for record under Clerk's File number D206 303 752 in the Real Property Records of Tarrant County, Texas (the "Sublease"), as affected by:

(iii) that certain Deed Without Warranty by and between United States of America and Westworth Redevelopment Authority, recorded under Clerk's File number D205 024 551, and re-filed under Clerk's File number D205 041 734 in the Real Property Records of Tarrant County, Texas (the "WRA Deed"); and as further affected by that certain:

(iv) that certain Partial Cancellation of Ground Lease and Memorandum Thereof dated January 12, 2008 and recorded on January 23, 2008 under Document number D 208 024 256 of the real property records of Tarrant County, Texas (the "Original Partial Cancellation"), as affected by that certain First Corrected Partial Cancellation of Ground Lease and Memorandum Thereof dated September ~~26~~, 2008 and recorded on ~~September 26~~ September 3, 2008 under

Document number 0208381126 of the real property records of Tarrant County, Texas (the "**First Corrected Partial Cancellation**").

E. In order to: (1) reflect the Platting and (2) re-align the boundary line respecting this Phase Two Ground Lease, so as **not** to bisect the above referenced Lots, the parties hereto desire to amend and restate the Land respecting this Phase Two Ground Lease, such that the "Land" means that certain parcel(s) of land lying and being situated in Tarrant County, Texas, in the City of Westworth Village, Texas, which land is described in Exhibit "A" attached hereto and made a part hereof for all purposes.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, the parties hereto do hereby covenant and agree as follows:

1. **Section 1.4 of the Phase Two Ground Lease; Land.** In order to: (1) reflect the Platting and (2) re-align the boundary line respecting this Phase Two Ground Lease, so as **not** to bisect the above referenced Lots, the parties hereto desire to amend and restate the Land respecting this Phase Two Ground Lease (Section 1.4 thereof), such that the "Land" means that certain parcel(s) of land lying and being situated in Tarrant County, Texas, in the City of Westworth Village, Texas, which land is described in Exhibit "A" attached hereto and made a part hereof for all purposes.

2. **Other Provisions Not Affected.** All other provisions of the Phase Two Ground Lease are hereby affirmed, ratified and renewed, other than as expressly provided for hereinabove.

[SIGNATURES ON FOLLOWING PAGE]

EXECUTED, effective as of the date indicated hereinabove.

LESSOR:

**WESTWORTH REDEVELOPMENT
AUTHORITY**

A municipal development corporation organized under
the laws of the State of Texas (Section 4B(b) of
Vernon's Ann. Civ. St. art. 5190.6)

By: 
Pollard Rogers, President

LESSEE:

**ALLEGIANCE COMMERCIAL
DEVELOPMENT, LP**

A Texas limited partnership

By: ALLEGIANCE COMMERCIAL
MANAGEMENT, LLC

A Texas limited liability company
Its sole general partner

By: 
Charles D. Ames, President


C. Joseph Campbell, VP

EXECUTED, effective as of the date indicated hereinabove.

LESSOR:

**WESTWORTH REDEVELOPMENT
AUTHORITY**

A municipal development corporation organized under
the laws of the State of Texas (Section 4B(b) of
Vernon's Ann. Civ. St. art. 5190.6)

By: _____
Pollard Rogers, President

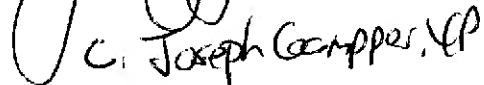
LESSEE:

**ALLEGIANCE COMMERCIAL
DEVELOPMENT, LP**

A Texas limited partnership

By: ALLEGIANCE COMMERCIAL
MANAGEMENT, LLC
A Texas limited liability company
Its sole general partner

By:  V.P.
Charles D. Ames, President

 C. Joseph Campbell, VP

ACKNOWLEDGEMENTS

THE STATE OF TEXAS
COUNTY OF TARRANT

§
§
§

C. Joseph Gampfer, NP

This instrument was acknowledged before me on the 26 day of September, 2008, by ~~CHARLES D. AMES, Manager~~ of ALLEGIANCE COMMERCIAL MANAGEMENT, LLC, a Texas limited liability company, General Partner of **ALLEGIANCE COMMERCIAL DEVELOPMENT, LP**, a Texas limited partnership, qualified to conduct business in Texas, on behalf of such limited partnership.

Randy P. Marx

(SEAL)

Notary Public

My Commission Expires: _____

THE STATE OF TEXAS
COUNTY OF TARRANT

§
§
§



This instrument was acknowledged before me on the ____ day of September, 2008, by _____, as _____ of **WESTWORTH REDEVELOPMENT AUTHORITY**, a municipal development corporation existing under the laws of the State of Texas.

(SEAL)

Notary Public

My Commission Expires: _____

AFTER RECORDATION RETURN TO:

Randy P. Marx
Law Offices of Randy P. Marx
1130 East Arapaho Road, Suite 580
Richardson, Texas 75081

Exhibits:

A Restated Phase Two Land, legal description

FIRST AMENDMENT TO PHASE TWO GROUND LEASE,

AND MEMORANDUM THEREOF-

(ALLEGIANCE COMMERCIAL DEVELOPMENT, LP)

Page 5

ACKNOWLEDGEMENTS

THE STATE OF TEXAS §

COUNTY OF TARRANT §

C. Joseph Camper, NP

This instrument was acknowledged before me on the 26 day of September, 2008, by ~~CHARLES D. AMES, Manager~~ of ALLEGIANCE COMMERCIAL MANAGEMENT, LLC, a Texas limited liability company, General Partner of ALLEGIANCE COMMERCIAL DEVELOPMENT, LP, a Texas limited partnership, qualified to conduct business in Texas, on behalf of such limited partnership.

Randy P. Marx

(SEAL)

Notary Public

My Commission Expires: _____

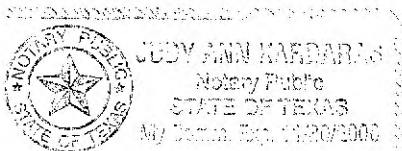
THE STATE OF TEXAS §

COUNTY OF TARRANT §



This instrument was acknowledged before me on the 1st day of October, 2008, by Pollard Rogers, as President of WESTWORTH REDEVELOPMENT AUTHORITY, a municipal development corporation existing under the laws of the State of Texas.

(SEAL)



Judy Ann Kaddas
Notary Public

My Commission Expires: 11-30-08

AFTER RECORDATION RETURN TO:

Randy P. Marx
Law Offices of Randy P. Marx
1130 East Arapaho Road, Suite 580
Richardson, Texas 75081

Exhibits:

A Restated Phase Two Land, legal description

EXHIBIT "A"

RESTATED PHASE TWO LAND

Lot 3A, Block 2, of the Shoppes of Hawks Creek Addition, an Addition to the City of Westworth Village, Texas, as per replat filed in Cabinet A, Slide No. 11889, dated May 1, 2007 of the Plat Records of Tarrant County Texas.

M:\AllegDevLLC200301\WRA III\20080604 Phase II and III Lease Swap\First Amendment to Phase II Ground Lease v3.doc



RANDY MARX ESQ
THE MARX FIRM
1130 E ARAPAHO RD STE 580
RICHARDSON TX 75081

Submitter: RATTIKIN TITLE (OPR)

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 10/03/2008 03:33 PM
Instrument #: D208381128
LSE 9 PGS \$44.00

By: _____



D208381128

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

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